

RECORDATION NO. 10361-G FILED

JAN 29 '99

11-30AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

January 25, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 10361.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

Counterparts

BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

RECORDATION NO. 10361-G FILED

December 22, 1998

12:29 '99

11-30AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: 


Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Craig N. Smetko

Notary Public

My Commission Expires: 01/12/99

Residing in Cook County, Illinois

RECORDATION NUMBER: 10361**Equipment Description:**

Number of Units: fifty-nine (59)
Model: SD40-2

**Old Reporting Mark
and Road Numbers****New Reporting Mark
and Road Numbers**

BN	7922	BNSF	7922
BN	8030	BNSF	8030
BN	8031	BNSF	8031
BN	8032	BNSF	8032
BN	8033	BNSF	8033
BN	8034	BNSF	8034
BN	8035	BNSF	8035
BN	8036	BNSF	8036
BN	8037	BNSF	8037
BN	8038	BNSF	8038
BN	8039	BNSF	8039
BN	8040	BNSF	8040
BN	8041	BNSF	8041
BN	8042	BNSF	8042
BN	8044	BNSF	8044
BN	8045	BNSF	8045
BN	8046	BNSF	8046
BN	8047	BNSF	8047
BN	8048	BNSF	8048
BN	8049	BNSF	8049
BN	8050	BNSF	8050
BN	8051	BNSF	8051
BN	8052	BNSF	8052
BN	8053	BNSF	8053
BN	8054	BNSF	8054
BN	8055	BNSF	8055
BN	8056	BNSF	8056
BN	8057	BNSF	8057
BN	8058	BNSF	8058
BN	8059	BNSF	8059
BN	8060	BNSF	8060
BN	8061	BNSF	8061
BN	8062	BNSF	8062
BN	8063	BNSF	8063
BN	8064	BNSF	8064
BN	8065	BNSF	8065
BN	8066	BNSF	8066
BN	8067	BNSF	8067

BN	8068	BNSF	8068
BN	8069	BNSF	8069
BN	8070	BNSF	8070
BN	8071	BNSF	8071
BN	8072	BNSF	8072
BN	8073	BNSF	8073
BN	8075	BNSF	8075
BN	8076	BNSF	8076
BN	8077	BNSF	8077
BN	8078	BNSF	8078
BN	8079	BNSF	8079
BN	8080	BNSF	8080
BN	8081	BNSF	8081
BN	8082	BNSF	8082
BN	8083	BNSF	8083
BN	8084	BNSF	8084
BN	8085	BNSF	8085
BN	8086	BNSF	8086
BN	8087	BNSF	8087
BN	8088	BNSF	8088
BN	8089	BNSF	8089

Equipment Description:

Number of Units: six (6)
 Model: C30-7

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	5000	BNSF	5000
BN	5008	BNSF	5008
BN	5009	BNSF	5009
BN	5010	BNSF	5010
BN	5011	BNSF	5011
BN	5012	BNSF	5012

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

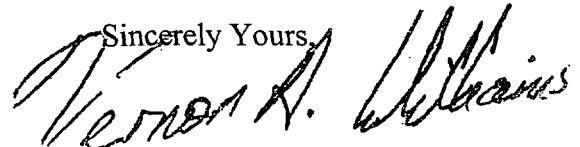
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/29/99 at 11:30 AM , and

assigned recordation numbers (s): 22004, 22005, 22005-A, 22006, 22006-A, 22006-B,
22006-C, 8759-J, 9026-I, 9777-E, 10361-G, 16132-C,
17953-D, 17954-D, 18066-P, 18190-B, 18436-B,
and 20266-A.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (18)
468.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____

